

TOMLINSON
Z I S K O LLP

October 19, 2004

VIA FAX AND U.S. MAIL

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RECEIVED
ENVIRONMENTAL PROTECTION
LAS VEGAS OFFICE

2004 DEC -9 P 2:40

Mr. Robert Kalinsky
General Growth Properties, Inc.
110 North Wacker Drive
Chicago, IL 60606

Re: Boulevard Mall, Las Vegas, Nevada
Irwin Kishner, et al. v. Al Phillips The Cleaner, Inc., et al.
U.S.D.C., District of Nevada, Case No. CV-S-02-1218-RJJ

Dear Mr. Kalinsky:

We represent Al Phillips The Cleaner, Inc. ("APTC") in the above captioned case involving perchloroethylene ("PCE") contamination at the old Maryland Square Shopping Center, 3661 S. Maryland Parkway, Las Vegas, Nevada (the "Site"). APTC formerly operated a dry cleaning facility at the Site. It is our understanding that General Growth Properties, Inc. ("GGPI") owns and/or operates a parcel immediately adjacent to the Site commonly known as the Boulevard Mall. We were directed to you (or, rather, the GGPI legal department generally) by the onsite property manager at the Boulevard Mall, Mr. Travis Harmon.

By way of background, an environmental assessment and remediation is currently in progress at the Site with the knowledge and direction of the Nevada Department of Environmental Protection ("NDEP"). Our client, APTC, is taking over responsibility for the assessment from another party. APTC's contractor for these activities is URS Corporation ("URS"). The project manager at URS is Mr. Scott Ball (702/837-1500).

Until recently, the assessment process had been handled by the Site's former owners, the Maryland Square Shopping Center LLC and the Herman Kishner Trust, who are plaintiffs in the above captioned case. Their contractor was Converse Engineering Consultants, Inc. ("Converse"), which had access to the Boulevard Mall property via an agreement executed with GGPI dated September 22, 2000. A copy of that agreement is enclosed. APTC and URS would now like to obtain permission to access to the Boulevard Mall property to continue the assessment and remediation activities.

Please also understand that time is now of the essence in this matter because obtaining access has taken much longer than anticipated. We first contacted the former property manager of the Boulevard Mall, Mr. Tim Biedinger who, in turn, suggested that we contact Lynn Stella of GGPI. We attempted to reach Ms. Stella via phone, fax and mail on different occasions, to no avail. We then contacted the new property manager, Mr. Harmon. Following his review of a proposed Agreement for Site Access propounded by URS (a copy of which, dated June 22, 2004,

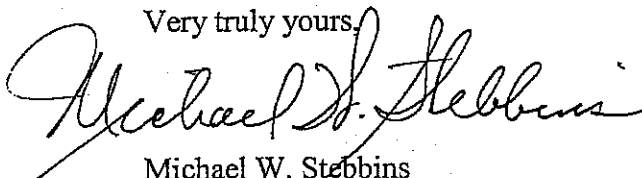
is also enclosed), Mr. Harmon indicated it was inadequate in some respect. When we asked Mr. Harmon to simply forward to us any changes that GGPI might deem appropriate, we were told to contact GGPI's legal department directly.

Clearly, APTC needs the requested authorization to continue with any assessment and remediation activities involving the Boulevard Mall property. At present, that simply means accessing that property to sample monitoring wells. APTC would like to obtain that authorization as soon as possible, particularly given that a revised work plan for APTC's assessment and remediation activities is expected to be approved by the NDEP any day now and work could begin soon thereafter.

We have already submitted a proposed Agreement for Site Access (the copy of which is attached) which includes a description of the expected scope of work. This document is, essentially, a form letter agreement utilized by APTC's contractor, URS. We are more than happy to modify it so as to address any concerns which you might have or replace it altogether if you deem appropriate. We would just like to get the process underway and completed as soon as possible.

Given the delays that we have encountered, any assistance which you could provide to move this matter along with some alacrity would be greatly appreciated. If you have any questions, please do not hesitate to contact the undersigned directly at (650) 330-4136 or by email at mstebbins@tzllp.com. If I have not heard from you in a week, I will follow up with a telephone call. Thank you very much for your prospective cooperation.

Very truly yours,



Michael W. Stebbins

Enclosures

cc: Randy L. Jackson
Scott Ball, URS
Sonja Inglin, Esq., Jenkins & Gilchrist, LLP
Afua O. Annor (w/o)

Authorization to Access Property

To Perform an Environmental Assessment

Recitals

1. General Grants Properties (OWNER) warrants they are the legal owner of the real property located at 7538 South Maryland Parkway (Parcel Number 162-14-213-002), hereafter referred to as "the site," and have the full power and authorization to enter into this agreement.
2. Herman Kishner Trust (d.b.a. Maryland Square Shopping Center, LLC) (CLIENT) has retained Converse Consultants (Converse), 731 Pilot Road, Las Vegas, NV 89119, (CONSULTANT) to perform work that includes drilling monitoring wells and analytical sampling.
3. OWNER acknowledges that they have authorized CONSULTANT to access the property and conduct the investigation on the site.
4. OWNER confirms that CONSULTANT has neither created nor contributed to the creation or existence of any pollutant that may exist beneath the site, or brought to the surface.

Terms and Conditions

- **Date(s) of Access.** CONSULTANT shall notify OWNER 72 hours in advance of the date of proposed activities on the site. OWNER agrees to provide to CONSULTANT appropriate means of access to the site, for the duration of the project.
- **Coordination with Lessee.** OWNER shall provide contact name and number for CONSULTANT to make necessary arrangements with lessee (if required by the OWNER). CONSULTANT will attempt to minimize disruption of lessee's operations.
- **Damage to Property.** CONSULTANT will be responsible for damage that is a direct result of our negligent activities.
- **Discovery of Pollutants.** OWNER understands that site work may result in the discovery of pollutants. OWNER also understands that CONSULTANT did not create the pollutants.
- **Reporting Requirements.** OWNER understands that CONSULTANT may be required by regulations to report the discovery of pollutants to a government agency, and that CONSULTANT, when practical, will do so only after notifying OWNER.
- **Release of Report/Information.** OWNER recognizes that CONSULTANT is contractually bound to CLIENT, and agrees that any requests for reports or other information must be approved by CLIENT, unless otherwise required by law. However, as a condition of this access, CONSULTANT shall furnish OWNER with

copy of all test results, reports, and underlying data for all tests and conclusions of CONSULTANT that affect OWNERS' property.

- **Disposal of Hazardous Materials.** Exploratory activities may expose soil and/or groundwater considered to be hazardous by regulating agencies. CONSULTANT agrees to contain such materials in an acceptable manner, and in compliance with all governmental regulation, during and at the completion of CONSULTANT's field activities. CLIENT shall be responsible for the storage and disposal of hazardous materials or suspected hazardous materials brought to the surface during CONSULTANT's exploratory activities.
- **Monitoring Wells.** Before installing monitoring wells, CONSULTANT may be required to complete and submit a permit application. OWNER will execute documents (if any) required by governmental agency in connection with such permit application. OWNER understands that the permitting authority may require CLIENT to maintain the monitoring well(s) or to remove the well(s) in an approved manner. CLIENT accepts responsibility for the maintenance and/or removal of the monitoring well(s) placed on the site.
- **Underground Utilities.** CONSULTANT will notify Underground Service Alert for public underground utility markings. CONSULTANT will also request OWNER and/or Lessee to provide information on location of private utilities. CONSULTANT will observe reasonable precautions to reduce the potential for damaging unknown subsurface utilities. CONSULTANT is not responsible for damage to, or resulting from impact to unknown or unmarked utilities.
- **Insurance.** CONSULTANT maintains a commercial general liability (CGL) policy with limits of \$1,000,000.00. CONSULTANT warrants that this policy will be in effect during the all dates of access.

Agreed to and Accepted By:

Consultant

CONVERSE CONSULTANTS

By: K. T. T. [Signature]

Title: Senior

Date: 9-22-00

Owner

66P - Ivanhoe

By: Shirley K. Adams

Title: U.S. Environmental Engineering Services

Date: 9/22/00



AGREEMENT FOR SITE ACCESS

June 22, 2004

General Growth Properties, Inc.
110 North Wacker Drive
Chicago, Illinois 60606

Subject: Agreement for Site Access
3538 S. Maryland Parkway, Las Vegas, NV (Boulevard Mall Property)
(Parcel No. 162-14-213-002)

Dear Ms. Lynn Stella:

In connection with the performance of environmental assessment services for Al Phillips The Cleaner, Inc. ("Client"), it is necessary for URS Corporation ("URS") a Nevada corporation, located at 7180 Pollock Drive, Suite 200, Las Vegas, Nevada 89119, phone number 837-1500, to perform certain work as described in Attachment A hereto ("Work") at 3538 S. Maryland Parkway, Las Vegas, Nevada, Parcel No. 162-14-213-002 ("Site") which is owned by General Growth Properties, Inc. ("Owner"). Owner is willing to grant URS access to the Site for the performance of the Work. URS agrees to indemnify and hold Owner harmless from any property damage or bodily injury or any claim relating to such damage or injury to the extent caused by the negligent conduct of URS in the performance of the Work.

Sincerely,

Pascal Hinner
Vice President

cc: Contracts Manager
Mr. Randy Jackson, Al Phillips The Cleaner, Inc.
Mr. Michael Stebbins, Tomlinson Zisko, LLP.
File: Maryland Square Al Phillips

Acknowledged and Agreed to on Behalf of Owner:

Signature

Typed Name/Title

Date of Signature



EXHIBIT A

General Growth Properties, Inc.
110 North Wacker Drive
Chicago, Illinois 60606

For: 3538 S. Maryland Parkway, Las Vegas, NV (Boulevard Mall Property)
(Parcel No. 162-14-213-002)

URS Corporation (URS) has been retained by AI Phillips the Cleaner, Inc. to perform environmental services related to the former AI Phillips The Cleaner facility located at 3661 S. Maryland Parkway, Las Vegas, Nevada ("Site"). This Exhibit provides information regarding obtaining access to 3538 S. Maryland Parkway, Las Vegas, Nevada (Boulevard Mall Property) in order to perform environmental assessments. This access would allow URS and our subcontractors to implement the proposed scope of environmental work, which is being conducted in accordance with approval from the Nevada Division of Environmental Protection. The following is a bullet list of tasks that need to be performed for which access is needed:

- Private utility locator needs access to clear borehole locations prior to future drilling
- Ability to place paint markings on the ground for locating utilities
- Concrete coring company needs access to core concrete and asphalt prior to future drilling
- Seal top of boreholes with concrete or asphalt level with surface
- Drill future boreholes on the property and collect soil samples
- Drill future boreholes and install groundwater-monitoring wells. Monitoring wells will be finished at the surface with traffic rated well vaults.
- Surveyor will need access to survey future groundwater monitoring wells.
- Perform sampling of existing and future groundwater monitoring wells
- Perform future environmental remedial activities at the Site (install wells, remedial system, etc.)

cc: Contracts Manager
Mr. Randy Jackson, AI Phillips The Cleaner, Inc.
Mr. Michael Stebbins, Tomlinson Zisko, LLP.
File: *Maryland Square AI Phillips*